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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 30, 1999

RECORDATION NO.

FILED

SEP 30 '99

10-00AM

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: Bombardier Capital Rail Inc. (1999C-1)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (2) copies of a Memorandum of Lease (1999C-1), dated as of September 29, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents; and three (2) copies of each of the following secondary documents related thereto: Memoranda of Lease Supplement (1999C-1) No. 1, dated September 29, 1999, Indenture and Security Agreement (1999C-1), dated as of September 29, 1999, Indenture Supplement (1999C-1) No. 1, dated September 30, 1999 and Lease Assignment (1999C-1), dated as of September 29, 1999.

The names and addresses of the parties to the enclosed documents are:

Lease Agreement  
Lease Supplement No. 1

Owner Trustee/Lessor: Allfirst Financial Center, National Association  
25 South Charles Street  
Baltimore, Maryland 21202

Lessee: Bombardier Capital Rail Inc.  
6900 Wedgwood Road, Suite 120  
Maple Grove, Minnesota 55311

Mr. Vernon A. Williams  
September 30, 1999  
Page 2

Indenture and Security Agreement  
Indenture Supplement No. 1  
and Lease Assignment

Owner Trustee/  
Assignor: Allfirst Financial Center, National Association  
25 South Charles Street  
Baltimore, Maryland 21202

Indenture Trustee/  
Assignee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached thereto.

Also enclosed is a check in the amount of \$130.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

SEP 30 '99

10-00AM

MEMORANDUM OF LEASE ASSIGNMENT (1999C-1)

MEMORANDUM OF LEASE ASSIGNMENT (1999C-1), made and entered into as of September 30, 1999, by and between ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999C-1) dated as of September 29, 1999, as Lessor (the "Lessor") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Lessee (the "Indenture Trustee").

WITNESSETH:

1. The Lessor and Bombardier Capital Rail Inc. (the "Lessee") have entered into that certain Lease Agreement (1999C-1) (the "Lease"), dated as of September 29, 1999, and Lease Supplement (1999C-1) No. 1 (the "Lease Supplement No. 1"), thereto, dated September \_\_, 1999, covering certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on \_\_\_\_, 1999 at \_\_\_\_ a.m. under recordation numbers \_\_\_\_ and \_\_\_\_, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture and Security Agreement (1999C-1) (the "Indenture"), dated as of September 29, 1999, and Indenture Supplement (1999C-1) (the "Indenture Supplement No. 1") thereto, dated September \_\_, 1999, pursuant to which Allfirst Financial Center National Association, as Owner Trustee, has assigned the aforesaid Lease, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Indenture Trustee.

4. Memorandum of said Indenture and of said Indenture Supplement No. 1 were recorded with the Surface Transportation Board on September \_\_, 1999 at \_\_\_\_ a.m. under recordation numbers \_\_\_\_ and \_\_\_\_, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ALLFIRST FINANCIAL CENTER  
NATIONAL ASSOCIATION,  
not in its individual capacity but solely as  
Owner Trustee under the Trust Agreement  
(1999C-1) dated as of September 29, 1999.

By: Robert D. Brown  
Name: ROBERT D. BROWN  
Title: VICE PRESIDENT

WILMINGTON TRUST COMPANY, not  
in its individual capacity but solely as  
Indenture Trustee

By: \_\_\_\_\_  
Name:  
Title:

STATE OF Maryland )  
COUNTY OF Baltimore ) SS.:

On this, the 24 day of September, 1999, before me, a Notary Public in and for said County and State, personally appeared Robert D. Brown who being by me duly sworn, says that (s)he is the Vice President of ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999C-1) dated as of September 29, 1999, that said instrument was signed on September 24, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation, as Owner Trustee.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Samuel C. Curdella

Name: Sandra T. Cucchiella

Notary Public

My Commission Expires: 5/1/2002

My Commission Expires: \_\_\_\_\_  
Residing in Baltimore County

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ALLFIRST FINANCIAL CENTER  
NATIONAL ASSOCIATION,  
not in its individual capacity but solely as  
Owner Trustee under the Trust Agreement  
(1999C-1) dated as of September 29, 1999.

By: \_\_\_\_\_  
Name:  
Title:

WILMINGTON TRUST COMPANY, not  
in its individual capacity but solely as  
Indenture Trustee

By:  \_\_\_\_\_  
Name:  
Title: **W. CHRIS SPONENBERG**  
**ASSISTANT VICE PRESIDENT**

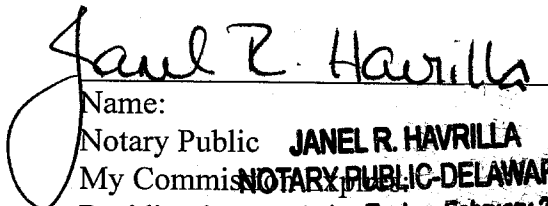
STATE OF **Delaware**

) SS.:

COUNTY OF **New Castle**

On this, the 24<sup>th</sup> day of September, 1999, before me, a Notary Public in and for said County and State, personally appeared **W. CHRIS SPONENBERG** being by me duly sworn, says that (s)he is the ~~Assistant Vice President~~ of WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Indenture Trustee, that said instrument was signed on September 24<sup>th</sup>, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: \_\_\_\_\_  
Notary Public **JANEL R. HAVRILLA**  
My Commission **NOTARY PUBLIC-DELAWARE**  
Residing My Commission Expires February 2, 2001

## SCHEDULE OF UNITS DELIVERED

| Quantity<br>of Units | Type of Unit    | Car Number  | Manufacturer |
|----------------------|-----------------|---|--------------|
| 250                  | Boxcars         | IBT 019600 thru IBT 019849  | Trenton      |
| 100                  | Boxcars         | NS 470785 thru NS 470884  | Trinity      |
| 14                   | Covered Hoppers | TR 032176<br>TR 032179 , TR 032180<br>TR 032209<br>TR 032227 thru TR 032233<br>TR 032235 thru TR 032237   | Trinity      |
| 38                   | Covered Hoppers | TR 032201 thru TR 032208<br>TR 032210 thru TR 032226<br>TR 032234<br>TR 032238 thru TR 032249   | Trinity      |
| 26                   | Covered Hoppers | TR 032172 thru TR 032175<br>TR 032177 , TR 032178<br>TR 032181 thru TR 032200   | Trinity      |
| 73                   | Covered Hoppers | NRLX058006<br>NRLX058019<br>NRLX058022 thru NRLX058025<br>NRLX058027 thru NRLX058043<br>NRLX058045 thru NRLX058048<br>NRLX058050 thru NRLX058054<br>NRLX058056 thru NRLX058059<br>NRLX058061 , NRLX058062<br>NRLX058066<br>NRLX058085<br>NRLX058091 thru NRLX058093<br>NRLX058096<br>NRLX058098<br>NRLX058100<br>NRLX058109<br>NRLX058111 , NRLX058112<br>NRLX058115<br>NRLX058118 , NRLX058119<br>NRLX058121 , NRLX058122<br>NRLX058124<br>NRLX058128<br>NRLX058130 , NRLX058131<br>NRLX058133<br>NRLX058135<br>NRLX058137 thru NRLX058149 | Trinity      |
| 2                    | Covered Hoppers | NRLX058087<br>NRLX058094  | Trinity      |
| 3                    | Covered Hoppers | NRLX058065<br>NRLX058067<br>NRLX058095  | Trinity      |
| 39                   | Covered Hoppers | NRLX062150 thru NRLX062188  | Trinity      |



## SCHEDULE OF UNITS DELIVERED

| Quantity<br>of Units | Type of Unit    | Car Number  | Manufacturer |
|----------------------|-----------------|---|--------------|
| 61                   | Covered Hoppers | NRLX062189 thru NRLX062249  | Trinity      |
| 4                    | PD Hoppers      | NRLX056267 , NRLX056268<br>NRLX056272 , NRLX056273  | Trinity      |
| 62                   | PD Hoppers      | NRLX056275<br>NRLX056279 , NRLX056280<br>NRLX056282 thru NRLX056287<br>NRLX056289<br>NRLX056291 thru NRLX056294<br>NRLX056299 thru NRLX056301<br>NRLX056303 thru NRLX056306<br>NRLX056309 thru NRLX056311<br>NRLX056318<br>NRLX056321<br>NRLX056323<br>NRLX056325 , NRLX056326<br>NRLX056332 thru NRLX056334<br>NRLX056336 thru NRLX056340<br>NRLX056343 thru NRLX056345<br>NRLX056350 thru NRLX056352<br>NRLX056367<br>NRLX056369 , NRLX056370<br>NRLX056372<br>NRLX056394 thru NRLX056396<br>NRLX056399<br>NRLX056401<br>NRLX056403<br>NRLX056408<br>NRLX056410<br>NRLX056416<br>NRLX056418 thru NRLX056422<br>NRLX056424 | Trinity      |
| 100                  | Covered Hoppers | TR 032726 thru TR 032825  | Thrall       |

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